

NVB 2016 (05/2022)

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

Fee Application Cover Sheet

Case No.: 23-10423 Chapter: 11 Hearing Date/Time: February 28, 2024 at 9:30 a.m.Debtor: Cash Cloud, Inc., dba Coin CloudApplicant: Fox Rothschild LLPDate of Employment: 02/07/2023Interim Fee Application No: 1 OR Final Fee Application _____**Amounts Requested:**Client Approval: Yes ☒ No ☐Fees: \$ 2,244,702.00Expenses: \$ 21,805.01Total: \$ 2,266,507.01Hours: 4,357.90Blended Rate: \$ \$515.09Fees Previously Requested: \$ 1,777,514.80Awarded: \$ 1,777,514.80Expenses Previously Requested: \$ 21,805.01Awarded: \$ 21,805.01Total Previously Requested: \$ 1,799,319.81Awarded: \$ 1,799,319.81Total Amount Paid: \$ 900,100.00**Chapter 13 Cases ONLY:**Yes ☐ No ☐ Elected to accept the Chapter 13 Presumptive Fee pursuant to LR 2016.2, and filed the "Notice of Election to Accept the Presumptive Fee" on _____.Yes ☐ No ☐ Participated in the Mortgage Mediation Program: **If yes**, amount received: \$ _____

I certify under penalty of perjury that the above is true.

/s/Brett A. AxelrodDate January 31, 2024

Signature

BRETT A. AXELROD, ESQ.
Nevada Bar No. 5859
NICHOLAS A. KOFFROTH, ESQ.
Nevada Bar No. 16264
FOX ROTHSCHILD LLP
1980 Festival Plaza Drive, Suite 700
Las Vegas, Nevada 89135
Telephone: (702) 262-6899
Facsimile: (702) 597-5503
Email: baxelrod@foxrothschild.com
nkoffroth@foxrothschild.com
Counsel for Debtor

UNITED STATES BANKRUPTCY COURT

DISTRICT OF NEVADA

In re

CASH CLOUD, INC.,
dba COIN CLOUD,

Debtor.

Case No. BK-23-10423-mkn

Chapter 11

**FOX ROTHSCHILD LLP'S
FIRST INTERIM APPLICATION
FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES
FOR THE INTERIM FEE PERIOD
FROM FEBRUARY 7, 2023 TO
SEPTEMBER 30, 2023**

Hearing Date: February 28, 2024
Hearing Time: 9:30 a.m.

Name of Applicant:	Fox Rothschild LLP
Authorized to Provide Professional Services to:	Cash Cloud, Inc., dba Coin Cloud
Date of Retention:	February 7, 2023
Period for which Compensation and Reimbursement is sought:	February 7, 2023 through September 30, 2023
Amount of Fees requested for approval and allowance as actual, reasonable, and necessary:	\$2,244,702.00
Amount of Expense Reimbursement requested for approval and allowance as actual, reasonable, and necessary:	\$21,805.01
Total Compensation requested:	\$2,266,507.01

This is a(n): ☒ interim application | ☐ final application

MONTHLY FEE APPLICATION SUBMISSIONS

Application Period	Fees Incurred (100%)	Fees Incurred (80%)	Expenses Incurred (100%)	Total Fees & Costs (100% Fees + 100% Costs)	Payments Received	Amount Still Owing
First Interim Fee Period						
Feb. 7, 2023 thru March 31, 2023	\$558,695.50	\$446,956.40	\$5,682.65	\$564,378.15	\$452,639.05	\$111,739.10
April 1, 2023 thru April 30, 2023	\$235,904.00	\$188,723.20	\$876.69	\$236,773.69	\$189,599.89	\$47,180.80
May 1, 2023 thru May 31, 2023	\$347,145.50	\$277,062.00	\$6,064.39	\$352,391.89	\$257,761.06	\$94,630.83
June 1, 2023 thru June 30, 2023	\$427,532.00	\$341,965.60	\$837.59	\$430,216.95	\$0.00	\$430,216.95
July 1, 2023 thru Aug. 31, 2023	\$561,564.50	\$431,719.20	\$4,514.83	\$566,079.33	\$100.00	\$544,606.79
Sept. 1, 2023 thru Sept. 31, 2023	\$113,860.50	\$91,088.40	\$5,522.34	\$119,382.84	\$0.00	\$118,840.10
TOTALS	\$2,244,702.00	1,777,514.80	\$21,805.01¹	2,266,507.01	\$900,100.00	\$1,366,407.01

SUMMARY OF PROFESSIONALS
February 7, 2023 through September 30, 2023

ATTORNEY	HOURLY RATE ²	APPLICATION HOURS	TOTAL FEES
Brett A. Axelrod – Partner	\$915.00	281.8	\$257,847.00
Brett A. Axelrod – Partner	\$990.00	222.0	\$219,780.00
Ernest E. Badway – Partner	\$1,025.00	5.9	\$6,047.50
Kari L. Barnes – Partner	\$670.00	3.6	\$2,412.00
Tristram R. Fall, III – Partner	\$815.00	2.9	\$2,363.50
Tristram R. Fall, III – Partner	\$880.00	2.2	\$1,936.00

¹ Expenses of \$1,693.48 incurred for Westlaw and Lexis research services were not charged to Debtor.

² Fox rates increased as of June 1, 2023.

ATTORNEY	HOURLY RATE ²	APPLICATION HOURS	TOTAL FEES
Emily J. Yukich – Partner	\$715.00	19.0	\$13,585.00
Deanna Forbush – Partner	\$530.00	2.0	\$1,060.00
Deanna Forbush – Partner	\$575.00	31.4	\$18,055.00
Nikki H. Howell – Partner	\$565.00	0.9	\$508.50
Nikki H. Howell – Partner	\$610.00	0.9	\$549.00
Marshall Kent – Partner	\$590.00	1.4	\$826.00
Gunjan Agarwal – Partner	\$535.00	1.1	\$588.50
Mark E. Hall – Partner	\$785.00	6.4	\$5,024.00
Michael R. Herz – Partner	\$620.00	0.2	\$124.00
Susan Foreman Jordan – Partner	\$900.00	0.9	\$810.00
Gregory A. Novotny – Partner	\$685.00	0.1	\$68.50
Christopher J. Pippett – Partner	\$720.00	0.2	\$144.00
Andrew D. Santana – Partner	\$625.00	5.3	\$3,312.50
James M. Singer – Partner	\$620.00	1.8	\$1,116.00
Martha B. Chovanes – Partner	\$820.00	19.1	\$15,662.00
Colleen E. McCarty – Partner	\$500.00	4.9	\$2,450.00
Colleen E. McCarty – Partner	\$550.00	4.0	\$2,200.00
Christopher D. Olszyk – Partner	\$645.00	0.9	\$580.50
Kevin McCarrell – Partner	\$480.00	8.1	\$3,888.00
Kevin McCarrell – Partner	\$510.00	0.4	\$204.00
Jeanette McPherson – Partner	\$625.00	297.3	\$185,812.50
Jeanette McPherson – Partner	\$675.00	210.3	\$141,952.50
Keith C. Owens – Partner	\$820.00	7.5	\$6,150.00
Tyler M. Smith – Partner	\$545.00	34.2	\$18,639.00
Tyler M. Smith – Partner	\$590.00	45.4	\$26,786.00
Ronald W. Garrity – Senior Counsel	\$675.00	0.8	\$540.00
Audrey Noll – Counsel	\$780.00	257.7	\$201,006.00
Audrey Noll – Counsel	\$845.00	181.50	\$153,367.50
Kevin M. Sutehall – Counsel	\$655.00	2.2	\$1,441.00
Joseph A. Caneco – Associate	\$480.00	0.2	\$96.00
Nicholas Koffroth – Associate	\$580.00	91.7	\$53,186.00
Nicholas Koffroth – Associate	\$640.00	56.3	\$36,032.00
Niloofar Zarei Henzaki – Associate	\$400.00	5.9	\$2,360.00
Daniel A. Mann – Associate	\$390.00	173.3	\$67,587.00
Joseph N. Petrone – Associate	\$395.00	30.7	\$12,126.50
Joseph N. Petrone – Associate	\$430.00	45.1	\$19,393.00

ATTORNEY	HOURLY RATE ²	APPLICATION HOURS	TOTAL FEES
Zachary Williams – Associate	\$355.00	518.9	\$184,209.50
Zachary Williams – Associate	\$385.00	495.9	\$190,921.50
Subtotal		3082.3	\$1,862,747.50
Blended Rate (Attorneys only)	604.34		

PARAPROFESSIONAL	HOURLY RATE	APPLICATION HOURS	TOTAL FEES
Patricia M. Chlum – Paralegal	\$345.00	333.5	\$115,057.50
Patricia M. Chlum – Paralegal	\$375.00	286.9	\$107,512.50
Angela Hosey – Paralegal	\$225.00	272.3	\$61,267.50
Angela Hosey – Paralegal	\$245.00	322.9	\$79,110.50
Benjamin Freeman – Summer Associate	\$390.00	9.5	\$3,705.00
Chase Tinnell – Summer Associate	\$360.00	18.8	\$6,768.00
Teresa M. Bowen – E-Discovery Technology Project Manager	\$320.00	8.8	\$2,816.00
John Navarro - E-Discovery Technology Project Manager	\$315.00	7.0	\$2,205.00
Fabiana Angrisano – Sr. Risk Mitigation Analyst	\$210.00	1.6	\$336.00
Matthew Alkon – Sr. Research Analyst	\$210.00	0.8	\$168.00
Matthew Alkon – Sr. Research Analyst	\$225.00	2.3	\$517.50
Marissa Alsip – KM Research Analyst	\$230.00	2.5	\$575.00
Rimma Gruber – Sr. Competitive Intelligence Analyst	\$210.00	0.8	\$168.00
Kimberly Willard – Sr. Risk Mitigation Analyst	\$210.00	1.0	\$210.00
Jessica T. Miranda – Paralegal	\$285.00	0.7	\$199.50
Janet Masters Reid – Paralegal	\$255.00	1.1	\$280.50
Sarah Pennebaker – Sr. Research Analyst	\$210.00	0.5	\$105.00
John Tuma – Sr. Research Analyst	\$210.00	2.6	\$546.00
John Tuma – Sr. Research Analyst	\$225.00	0.5	\$112.50
Erin Accetta – Client Service Specialist	\$145.00	1.3	\$188.50
Erin Accetta – Client Service Specialist	\$155.00	0.2	\$31.00
Subtotal		1275.6	\$381,954.50.50
GRAND TOTAL		4357.9	\$2,244,702.00
Combined Blended Rate (Attorneys and Paraprofessionals)	\$515.09		

FOX ROTHSCHILD LLP
1980 Festival Plaza Drive, Suite 700
Las Vegas, Nevada 89135
(702) 262-6899
(702) 597-5503 (fax)

SUMMARY OF DISBURSEMENTS
February 7, 2023 through September 30, 2023

EXPENSES	RATE	TOTAL FEES
Certified Mail	Actual Cost	\$153.54
Court Filings	Actual Cost	\$3,210.70
Deposition/Transcript	Actual Cost	\$10,451.77
E-Discovery Costs	Actual Cost	\$395.85
Good Standing Certificate	Actual Cost	\$1,138.60
Messenger Service/Delivery	Actual Cost	\$330.00
Meals	Actual Cost	\$1,204.91
Outside Vendor Copies	Actual Cost	\$1,860.00
Photocopying	Actual Cost	\$1.80
Publication/Research	Actual Cost	\$133.09
Professional Services	Actual Cost	\$2,859.75
Westlaw, Research	Contracted Rate	(\$731.18)
Lexis	Contracted Rate	(\$962.30)
USPTO Assignment Recordal Fee	Actual Cost	\$65.00
TOTAL:		\$21,805.01³

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the Court’s local rules of bankruptcy practice and procedure (the “Local Rules”), the guidelines (the “Guidelines”) adopted by the Office of the United States Trustee (the “UST”), Fox Rothschild, LLP (“Fox” or “Applicant”), as counsel to Cash Cloud, Inc. dba Coin Cloud (“Debtor”), debtor and debtor in possession in the above-captioned case (the “Chapter 11 Case”), by and through its counsel, Fox Rothschild LLP; hereby files this application (the “First Interim Compensation Application”) seeking entry of an order approving the allowance and authorizing Debtor’s payment of interim compensation for the full amount of fees incurred for professional services rendered to Debtor and reimbursement for expenses paid from February 7, 2023 through September 30, 2023 (the “First Interim Fee Period”) totaling \$2,266,507.01 (the “Requested Compensation”).

³ Expenses of \$1,693.48 incurred for Westlaw and Lexis research services were not charged to Debtor.

During the First Interim Fee Period, Fox incurred \$2,244,702.00 in fees for professional services rendered and paid \$21,805.01 in actual and necessary expenses. This First Interim Compensation Application seeks an order approving, allowing and authorizing Debtor's payment of the Requested Compensation. Pursuant to the Interim Compensation Procedures Order, Debtor was previously authorized to pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses requested by Applicant in the monthly fee applications filed with the Court [Docket Nos. 436, 575, 721, 864, 1338 and 1379] (the "Monthly Fee Applications").⁴ To date, Fox has received a total of \$900,100.00 from Debtor, as detailed in the chart set forth above. This First Interim Fee Application seeks an order approving, allowing and authorizing payment of the Requested Compensation, including the remaining twenty percent (20%) of the fees that have not yet been paid totaling \$1,366,407.01 (the "Holdback Amount").

This First Interim Compensation Application is based upon the *Declaration of Brett A. Axelrod* (the "Axelrod Declaration") and the *Declaration of Daniel Ayala* (the "Ayala Declaration"), filed in support hereof and concurrently herewith and incorporated for all purposes herein by this reference, all other papers and pleadings filed in the above-captioned chapter 11 case (the "Chapter 11 Case") and upon the following representations:

BACKGROUND

1. The Debtor's Chapter 11 Case was commenced on February 7, 2023 (the "Petition Date").

2. The Court has jurisdiction over this First Interim Compensation Application, pursuant to 28 U.S.C. § 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue of Debtor's Chapter 11 Case and this First Interim Compensation Application is proper under 28 U.S.C. § 1408 and 1409. The statutory predicates for the relief sought herein are sections 330 and 331 of the Bankruptcy Code.

3. Fox was retained effective as of February 7, 2023 by this Court's *Final Order Authorizing Retention and Employment of Fox Rothschild LLP as Debtors' Counsel, Effective as of*

⁴ Fox filed with the Court certificates that there were no objections to the Monthly Fee Applications [Docket Nos. 583, 637, 865, 1202, 1543 and 1544].

1 *the Petition Date* [Docket No. 189] dated March 1, 2023 (the “Fox Retention Order”). The Fox
 2 Retention Order authorized Fox to be compensated in accordance with Bankruptcy Code sections 330
 3 and 331, the Bankruptcy Rules, applicable Local Rules, and any applicable regulations and orders
 4 with respect to the foregoing that may be applicable to this Chapter 11 Case.

5 **COMPENSATION PAID AND ITS SOURCE**

6 4. All services for which Fox requests compensation were performed for or on behalf of
 7 Debtor in furtherance of its duties under the Bankruptcy Code as debtor-in-possession.

8 5. During the First Interim Fee Period, Fox has received \$900,100.00, representing 80%
 9 of fees and 100% of expenses incurred. No other payments and no promises for payment have been
 10 received from any source for services rendered or yet to be rendered in any capacity whatsoever in
 11 connection with the matters covered by this First Interim Compensation Application. Further, there
 12 is no agreement or understanding between Fox and any other person other than the equity holders of
 13 Fox for the sharing of compensation to be received for services rendered in this Chapter 11 Case.

14 **INVOICES**

15 6. Fox maintains daily time logs detailing time spent by each attorney and
 16 paraprofessional who rendered professional services to or on behalf of Debtor during the First Interim
 17 Fee Period. These daily time logs are maintained in the ordinary course of Fox’s practice. The
 18 Requested Compensation is based upon the customary compensation charged by comparably skilled
 19 practitioners in cases other than cases under the Bankruptcy Code. This First Interim Compensation
 20 Application complies with Bankruptcy Code sections 330 and 331, the Bankruptcy Rules, the Local
 21 Rules, the Guidelines, and the Fox Retention Order.

22 **ACTUAL AND NECESSARY EXPENSES**

23 7. The Invoices attached to the Axelrod Declaration as **Exhibit 1** contain summaries and
 24 daily logs of the actual and necessary expenses paid by Fox during the First Interim Fee Period.

25 8. In connection with the reimbursement of actual, reasonable and necessary expenses, it
 26 is Fox’s policy to charge its clients in all areas of practice for expenses, other than fixed and routine
 27 overhead expenses, incurred in connection with representing its clients. The expenses charged to
 28 Fox’s clients include, among other things, telephone and telecopier toll and other charges, mail and

1 express mail charges, document word-processing charges, photocopying charges, out-of-town travel
 2 expenses, local transportation expenses, expenses for working meals, computerized research,
 3 transcription costs, as well as non-ordinary overhead expenses particularly attributable to an
 4 individual client or cases such as secretarial and other overtime.

5 9. Fox charges Debtor's estate for these expenses at rates consistent with those charged
 6 to Fox's other bankruptcy clients, which rates are equal to or less than the rates charged by Fox to its
 7 non-bankruptcy clients, including photocopying expenses at twenty-five cents per page and off-site
 8 printing services. Actual long-distance carrier charges for outgoing facsimile transmissions are
 9 reflected in the long-distance telephone charges.

10 10. Fox regularly charges its non-bankruptcy clients for ordinary business hour fees and
 11 expenses for secretarial, library, word processing, and other staff services because such items are not
 12 included in the firm's overhead for the purpose of setting the billing rates. Fox has incurred, but has
 13 not charged Debtor's estate, expenses for word processing or secretarial overtime.

14 11. With respect to providers of online legal research (e.g., Lexis and Westlaw), Fox
 15 routinely charges its clients the standard usage rates these providers charge which, due to contractual
 16 flat fees, may not always equal Fox's actual cost. Nevertheless, Fox has incurred, but not charged
 17 Debtor's estate, for its online legal research costs incurred in connection with this Chapter 11 Case.

18 12. Fox believes the foregoing rates are the market rates that the majority of law firms
 19 charge their clients for such expenses. In addition, Fox believes that such charges are in accordance
 20 with the American Bar Association's ("ABA") guidelines, as set forth in the ABA's Statement of
 21 Principles, dated January 12, 1995, regarding billing for disbursements and other charges.

22 SUMMARY OF SERVICES RENDERED

23 13. The primary Fox partners and associates who rendered professional services to or on
 24 behalf of Debtor in this Chapter 11 Case are as follows: Brett A. Axelrod, Audrey Noll, Jeanette
 25 McPherson, Nicholas Koffroth and Zachary Williams.⁵

26
 27
 28 ⁵ Mr. Williams left Fox Rothschild on September 20, 2023.

14. Fox, by and through the above-named persons, has advised and assisted Debtor and its professionals in connection with (a) the execution of its duties under the Bankruptcy Code as debtor-in-possession; (b) legal research into Nevada law and bankruptcy law as related to Debtor's investigation into the acts, conduct, pleadings and claims filed by parties in this Chapter 11 Case and the execution of Debtor's strategies consistent with its goal of maximizing recovery for the estate and its creditors; (c) drafting, filing and service of papers and pleadings in this Chapter 11 Case on behalf of Debtor and its professionals, including delivery of courtesy copies to the Court, pursuant to the Local Rules, and communications with Court staff on administrative matters; and (d) such other legal services as requested or directed by Debtor to the extent not duplicative of Debtor's other professionals.

15. In addition to the above, Fox has also performed all necessary professional services described and narrated in detail in the Invoices attached as **Exhibit 1** to the Axelrod Declaration.

16. To provide an orderly and meaningful summary of the services rendered by Fox on behalf of Debtor, Fox has established the separate project billing categories in connection with this Chapter 11 Case. The following chart summarizes the project billing categories utilized and the total hours expended for each category during the Fee Period.⁶

Task	Description	Hours	Total
AA	ASSET ANALYSIS & RECOVERY	178.9	\$84,886.00
AP	LITIGATION/ADVERSARY PROCEEDINGS	338.0	\$180,606.00
BO	BUSINESS OPERATIONS	197.2	\$102,231.00
CA	CASE ADMINISTRATION	277.2	\$204,403.50
CH	COURT HEARINGS	86.4	\$53,100.00
CI	CREDITOR INQUIRIES	22.7	\$7,574.00
CM	CREDITOR COMMITTEE MEETINGS AND COMMUNICATIONS	117.5	\$55,347.00
CR	CASH COLLATERAL/DIP FINANCING	263.5	\$156,088.50
DS	DISCLOSURE STATEMENT	59.0	\$32,662.50

⁶ Some of the services rendered could reasonably be categorized in more than one of the billing categories. Consequently, different attorneys sometimes billed their services on the same matter in different categories.

Task	Description	Hours	Total
EA1	EMPLOYMENT APPLICATION OF FOX ROTHSCHILD LLP	14.8	\$7,699.50
EA2	EMPLOYMENT APPLICATION OF OTHER PROFESSIONALS	96.4	\$43,935.50
EB	EMPLOYEE MATTERS	66.7	\$33,115.50
EC	LEASE/EXECUTORY CONTRACT ISSUES	750.7	\$315,791.00
FA1	FEE APPLICATION OF FOX ROTHSCHILD LLP	62.8	\$28,246.50
FA2	FEE APPLICATION OF OTHER PROFESSIONALS	39.8	\$19,386.50
GI	GENERAL INVESTIGATION	11.6	\$3,896.00
MA	GENERAL CORPORATE MATTERS	27.2	\$11,641.50
MC	MEETINGS OF CREDITORS	0.4	\$114.00
MR	STAY RELIEF MATTERS	28.7	\$14,467.00
PC	CLAIMS, ANALYSIS, OBJECTIONS & RESOLUTIONS	379.1	\$190,403.00
PL	PLAN	294.3	\$183,299.00
SA	USE, SALE OR LEASE OF PROPERTY	891.9	\$471,500.50
SI	SUBCONTRACTOR ISSUES	0.5	\$250.00
TR	TRUSTEE REPORTING/SCHEDULES	78.8	\$32,226.00
TX	TAX/505	19.4	\$9,279.50
UM	UTILITY MATTERS	4.4	\$2,552.50

SUMMARY OF SERVICES BY CATEGORY

17. Fox believes that every professional employed on behalf of a debtor in a chapter 11 case has a responsibility to control fees and expenses by providing services in an efficient and effective manner. To this end, Fox diligently works to coordinate and facilitate the efficient prosecution of the matters for which it is employed. Staffing of matters within this Chapter 11 Case is done with the objective of providing the level of representation appropriate to the significance, complexity, or difficulty of the particular matter. Due to the sensitive nature of bankruptcy matters, it is not always possible to delegate authority to persons with lower billing rates. However, given the nature of this Chapter 11 Case, Fox has taken great care to coordinate tasks at the lowest billing rate possible and to coordinate with Debtor's other professionals to ensure there has been no duplication of effort on any task. On certain occasions, when more than one attorney attended a meeting or hearing, the attendance was necessary to adequately represent Debtor's interests and provide the context from which appropriate advice and counsel could be given.

18. Fox reviews all client billings for reasonableness and makes adjustments so that the charges are consistent with the value of the services provided. Fox charges hourly rates that are similar to those rates charged by comparable law firms for similar legal services. See, e.g., In re Ginji Corp., 117 B.R. 983, 990 (Bankr. D. Nev. 1990). Fox's blended hourly rate, including attorneys and paraprofessionals during this First Interim Fee Period, was **\$515.09**.

19. Fox and Debtor believe that the fees and expenses sought in this First Interim Compensation Application are appropriate, and that the fees are reasonable and necessary in light of the circumstances of this Chapter 11 Case and the scope and difficulty of the business and legal issues involved.

20. The following summary is intended to highlight a number of the services rendered by Fox in the separate project billing categories where Fox expended a considerable number of hours on behalf of Debtor.⁷ It is not meant to be a detailed description of all of the work performed by Fox during the First Interim Fee Period. Detailed descriptions of the day-to-day services provided by Fox and the time expended performing such services in each project billing category are fully set forth in the Invoices attached as Exhibit 1 to the Axelrod Declaration. Such detailed descriptions indicate the actual services performed and the attorneys and paraprofessionals who rendered services related to each of the task codes identified.

a. Asset Analysis & Recovery (AA)

Fees: \$84,886.00; Total Hours: 178.9

This category includes time Fox spent reviewing and analyzing inventory, valuing kiosks, and negotiating the turnover, disposal and/or liquidation of kiosks. This category also includes time Fox spent (a) preparing, filing and serving and/or (b) reviewing and responding to:

1. Motion to Compel Turnover.

- *Motion to Compel Turnover of Estate Assets* [ECF No. 706] ("Motion to Compel") *Ayala Declaration* [ECF No. 707];
 - *Motion for Order Shortening Time* [ECF No. 708]; and *Order* thereon [ECF No. 722];

⁷ The Invoices set forth a summary chart of the time spent and fees incurred in each of the task code categories in which services were rendered for that respective Invoice. A copy of the Invoices is attached as **Exhibit 1** to the Axelrod Declaration.

- *McAlary Response* [ECF No. 752]; *McAlary Declaration* [ECF No. 753];
- *Debtor's Reply* [ECF No. 765]; and
- *Order granting Motion to Compel* [ECF No. 794].

2. Derivative Standing Stipulation.

- *Stipulation Granting Derivative Standing to the Official Committee of Unsecured Creditors* [the "Committee"] *with Respect to Certain Actions* [ECF No. 1009] (the "Derivative Standing Stipulation");
- *Opposition to Derivative Standing Stipulation* [ECF No. 1029];
 - *McAlary Declaration* [ECF No. 1030];
 - *Motion for OST* [ECF No. 1031];
- *Request for Judicial Notice in Support of Opposition to Approval of Derivative Standing Stipulation* [ECF No. 1029] and *Objection to Debtor's First Amended Chapter 11 Plan of Reorganization Dated August 1, 2023* [ECF No. 1061] [ECF No. 1074];
- *Order On Opposition To Approval Of Derivative Standing Stipulation* [ECF No. 1119];
- *Response of Committee to Opposition to Derivative Standing Stipulation* [ECF No. 1073];
- *Debtor's Joinder in the Response of Committee to Opposition to Derivative Standing Stipulation* [ECF No. 1076];
- *Order on Derivative Standing Stipulation* [ECF No. 1054];
- *Stipulation By Committee and Debtor Granting Derivative Standing to Committee With Respect to Certain Actions* [ECF No. 1050]; and *Order thereon* [ECF No. 1058]; and
- *Stipulation By Chris McAlary, Committee, and Debtor Setting Hearing and Briefing Deadlines Regarding Derivate Standing Stipulation* [ECF No. 1051]; and *Order thereon* [ECF No. 1064].

3. Derivative Standing Motion.

- *Motion of Committee for an Order Granting Leave, Derivative Standing and Authority to Commence, Prosecute and Settle Claims on Behalf of the Debtor's Estate* [ECF No. 925];
- *Engima Securities Limited's Objection* [ECF No. 1112]; and
- *Reply* [ECF No. 1254].

4. Motion to Abandon.

- *Debtor's Motion For Entry Of An Order Pursuant To 11 U.S.C. § 554(a) Authorizing The Debtor To Abandon Certain Property Held By Gregory M. Parker, Inc.* [ECF No. 1271] ("Motion to Abandon");
 - *Ayala Declaration* [ECF No. 1272]; and
- *Order granting Motion to Abandon* [ECF 1458].

b. Litigation/Adversary Proceedings (AP)

Fees: \$180,606.00; Total Hours: 388.0.

This category includes time Fox spent (a) preparing, filing and serving and/or (b) reviewing and responding to:

1. Discovery.

- *Ex Parte Motion for 2004 Examination of Christopher McAlary Pursuant to Fed. R. Bankr. P. 2004* [ECF No. 444]; and *Order thereon* [ECF No. 464];
- *Ex Parte Motion for 2004 Examination of Custodian of Records of Cash Cloud, Inc.* [ECF No. 445]; and *Order thereon* [ECF No. 465];
- *The Committee's Notice of Intent to Serve Subpoena Duces Tecum* [ECF No. 569];
- *Notice of Taking the Examination of Jeffrey Garon Pursuant to Fed. R. Bankr. P. 2004* [ECF No. 614];
- *Enigma's Notice of Issuance of Subpoena to Product Documents, Information, or Objects or to Permit Inspection of Premises in a Bankruptcy Case (Or Adversary Proceeding)* [ECF No. 850];
 - *Notice of Deposition of Debtor Cash Cloud, Inc., dba Coin Cloud Pursuant to FRCP 30(b)(6)* [ECF No. 854];
 - *Notice of Issuance of Subpoena for Document Production on the 30(b)(6) of Cash Cloud* [ECF No. 1011];
 - *Notice of Issuance of Subpoena for Document Production on Tanner James* [ECF No. 1012];
 - *Notice of Issuance of Subpoena for Document Production on Province LLC* [ECF No. 1013];
- *Genesis Global Holdco's Notice of Deposition of the 30(b)(6) of Cash Cloud* [ECF No. 1014];
 - *Notice of Deposition of Tanner James* [ECF No. 1015];
 - *Notice of Deposition of Province LLC* [ECF No. 1016];
- *McAlary Notice of Issuance of Subpoena for Document Production and a 2004 Examination of Cash Cloud, Inc.* [ECF No. 1134];
- *Debtor's Motion to Quash Chris McAlary's Subpoena for Rule 2004 Examination* [ECF No. 1178];
 - *Ayala Declaration* [ECF No. 1179];
- *McAlary Notice of Issuance of Subpoena for Document Production and a 2004 Examination of the Official Committee of Unsecured Creditors* [ECF No. 1135];
- *Motion of the Official Committee of Unsecured Creditors to Quash Subpoena for Document Production and Rule 2004 Examination* [ECF No. 1164];
 - *Gayda Declaration* [ECF No. 1166].

2. Motion to Convert.

- *Motion to Convert Case From 11 To Chapter 7* [ECF No. 1034];
 - *Motion for OST* [ECF No. 1035];
 - *Cica Declaration* [ECF No. 1036];
 - *Supplemental Cica Declaration* [ECF No. 1047];
- *Objection of Committee to Motion for OST* [ECF No. 1043];
 - *Debtor's Joinder to Objection of Committee* [ECF No. 1045];
- *Debtor's Opposition* [ECF No. 1150];
 - *Ayala Declaration* [ECF No. 1151];
- *Joinder of Committee to Debtor's Opposition* [ECF No. 1152];
- *McAlary Reply* [ECF No. 1173]; and
 - *McAlary Declaration* [ECF No. 1174].

3. Surcharge Motion.

- *Motion for Entry of an Order Authorizing Debtor to Surcharge the Collateral of Genesis Global Holdco, LLC, Enigma Securities Limited, and AVT Nevada, L.P.* [ECF No. 926] (the "Surcharge Motion"); *Declaration of Tanner James* [ECF No. 927];
- *Genesis Objection* [ECF No. 1160];
- *AVT Objection* [ECF No. 1162];
- *Enigma Securities' Objection* [ECF No. 1163];
 - *Kissner Declaration* [ECF No. 1165];
- *Stipulation By Enigma Securities Limited and Between Debtor, Committee, Genesis, and AVT to Extend Certain Dates in Connection with Scheduling Order* [ECF No. 1123]; and *Order thereon* [ECF No. 1127];
- *Stipulation By Enigma Securities Limited and Between Debtor, Committee, Genesis, and AVT Stipulation Setting Certain Deadlines with Respect to Various Pending Motions* [ECF No. 1219]; and *Order thereon* [ECF No. 1231];
- *Debtor's Omnibus Reply* [ECF No. 1243]; *Supplemental James Declaration* [ECF No. 1244]; *Second Supplemental James Declaration* [ECF No. 1281]; *Third Supplemental James Declaration* [ECF No. 1307];
- *Joinder of Committee to the Debtor's Surcharge Motion and Debtor Omnibus Reply in Support Thereof* [ECF No. 1246];
- *Order Regarding Pretrial and Trial Matters* [ECF No. 1220, as amended by ECF Nos. 1248 and 1261];
- *Stipulation Regarding Scheduling Dates* [ECF No. 1026]; and *Order thereon* [ECF No. 1056]; and
- *Withdrawal of Claim: 141 filed by RokitCoin, LLC* [ECF No. 957].

4. Cole Kepro Settlement Motion.

- *Joint Motion to Approve Settlement Agreement With Cole Kepro* [ECF No. 1295];
 - *Motion for OST* [ECF No. 1296];
 - *Order denying OST* [ECF No. 1300]; and
- *McAlary Objection* [ECF No. 1299].

5. Cash Cloud v. Cole Kepro (Adversary Proceeding No. 23-01010).

- *Complaint For Declaratory Judgment* [ECF No. 1];
 - *Stipulation to Extend Deadline for Responsive Pleading* [ECF No. 6]; and
 - *Order* thereon [ECF No. 7]; and
 - *Stipulation To Dismiss Adversary Proceeding* [ECF No. 9]; and *Order* thereon [ECF No. 10].

6. Cash Cloud vs. Bitcoin Depot (Adversary Proceeding No. 23-01015).

- *Complaint* [ECF No. 1];
- *Plaintiff's Motion for Temporary Restraining Order* (the "Motion for TRO") [ECF No. 5];
- *Plaintiff's Motion for Preliminary Injunction* (the "Motion for PI") [ECF No. 6];
 - *Application for Order Shortening Time for Hearing on Plaintiff's (1) Motion for TRO and (2) Motion for PI* [ECF No. 7]; and
 - *Order* thereon [ECF No. 13];
- *Opposition* [ECF No. 10]; and
- *Plaintiff's Reply* [ECF No. 12];
- *Bitcoin Depot's Opposition To Motion For TRO* [ECF No. 27];
- *Bitcoin Depot's Opposition To Motion For PI* [ECF No. 28];
 - *Omnibus Declaration of Scott Buchanan* [ECF No. 29];
 - *Bitcoin Depot's Request for Judicial Notice* [ECF No. 30];
- *Plaintiff's Reply in Support of its Motion for Temporary Restraining Order* [ECF No. 38];
- *Plaintiff's Reply in Support of its Motion for PI* [ECF No. 39];
- *Bitcoin Depot's Motion to Dismiss Plaintiff's Complaint* [ECF No. 31];
- *Plaintiff's Response to Bitcoin Depot's Motion to Dismiss* [ECF No. 42];
- *Bitcoin Depot's Reply In Support Of Its Motion To Dismiss* [ECF No. 45];
- *Discovery Plan* [ECF No. 43].

7. Cash Cloud v. Kiosk Services (Adversary Proceeding No. 23-01128).

- *Complaint for Avoidance of Transfers* [ECF No. 01].

8. Cash Cloud v. RocketCoin (Adversary Proceeding No. 23-01105).

- *Complaint* [ECF No. 01]
- *Amended Notice of Voluntary Dismissal With Prejudice* [ECF No. 06].

9. Committee v. McAlary (Adversary Proceeding No. 23-01125).

- *Complaint* [ECF No. 01].

10. McAlary Appeals.

- *Notice of Appeal re Confirmation Order* [ECF No. 1171];
 - *Designation of Record* [ECF No. 1267];
 - *Statement of Issues* [ECF No. 1268];
- *Notice of Appeal re Order on Disclosure Statement* [ECF No. 1172];
 - *Designation of Record* [ECF No. 1269];
 - *Statement of Issues* [ECF No. 1270]; and
- *Notice of Appeal re: Order on Motion to Convert* [ECF No. 1319].

1 **c. Business Operations (BO)**

2 Fees: \$102,231.00; Total Hours: 197.2.

3 This category includes time Fox spent (a) preparing, filing and serving and/or
4 (b) reviewing and responding to:

5 **1. Emergency Cash Management Motion.**

- 6 • *Emergency First Day Motion for Order Pursuant to 11 U.S.C. §§ 363, 1107 and 1108 (I) Authorizing Continued Use of Prepetition Bank Accounts; and*
- 7 *(II) Granting Related Relief* [ECF No. 05] ("Cash Management Motion");
- 8 • *Stipulation to Continue Hearing* [ECF No. 199]; and *Order* thereon [ECF No. 205];
- 9 • *U.S. Trustee's Opposition* [ECF No. 382];
- 10 • *Interim Order* [ECF No. 111]; and *Final Order* [ECF No. 490] granting Cash Management Motion.

11 **2. Emergency Critical Vendor Motion.**

- 12 • *Emergency Motion for Entry of Interim and Final Orders (I) Authorizing Debtor to Payprepetition Vendor Liabilities and (II) Authorizing and Directing Financial Institutions to Receive, Process, Honor and Pay All Checks Issued Relating to Vendor Liabilities* [ECF No. 06] ("Critical Vendor Motion"); and
- 13 • *Interim Order* [ECF No. 108] and *Final Order* [ECF No. 317] granting Critical Vendor Motion.

14 **3. Emergency Customer Programs Motion.**

- 15 • *Emergency Motion for Entry of Interim and Final Orders Authorizing the Debtor to (I) Maintain and Administer Customer Programs and Deposits; and*
- 16 *(II) Honor Prepetition Obligations Related Thereto* [ECF No. 08] ("Customer Programs Motion"); and
- 17 • *Interim Order* [ECF No. 109] and *Final Order* [ECF No. 320] granting Customer Programs Motion.

18 **4. Licensing Fees Motion.**

- 19 • *Motion for Entry of Order Authorizing the Payment of Certain Licensing Fees* [ECF No. 328] ("Licensing Fees Motion"); *McAlary Declaration* [ECF No. 329]; and
- 20 • *Order* granting Licensing Fees Motion [ECF No. 456].

21 **5. Emergency Interim Management Services Agreement Motion.**

- 22 • *Emergency Motion For Order Authorizing Debtor's Entry Into Interim Management Services Agreement Pending Approval Of Sale Of Debtor's Assets* [ECF No. 710] (the "IMS Motion"); *Ayala Declaration* [ECF No. 711]; *Motion for Order Shortening Time* [ECF No. 712]; *Order Shortening Time* [ECF No. 723];
- 23 • *CKDL Credit's Objection* [ECF No. 755];
- 24 • *Committee's Statement in Response* [ECF No. 758];
- 25 • *Debtor's Reply* [ECF No. 769];

- *Ayala Declaration* [ECF No. 770];
- *McAlary Declaration* [ECF No. 771]; and
- *Order granting IMS Motion* [ECF No. 797].

6. Services Agreement Motion.

- *Emergency Motion for Order Authorizing Debtor's Entry Into Services Agreement* [ECF No. 1205] ("Services Agreement Motion");
 - *Ayala Declaration* [ECF No. 1206];
 - *Haller Declaration* [ECF No. 1207]; and
- *Order granting Services Agreement Motion* [ECF No. 1294].

7. Designation of Responsible Person.

- *Notice of (1) Resignation of Christopher Andrew McAlary; and (2) Designation of Daniel Ayala as Debtor's Responsible Person* [ECF No. 772].

d. Case Administration (CA)

Fees: \$204,403.50; Total Hours: 277.2

Fox expended considerable time and effort on a variety of tasks that were necessary to ensure the efficient and smooth administration of legal services related to Debtor's Chapter 11 Case. Among other things, Fox (i) advised Debtor in connection with the chapter 11 process and the associated duties and responsibilities attendant to a chapter 11 debtor; (ii) participated in numerous teleconferences with Debtor's management and other interested stakeholders and (iii) assisted Debtor in interpreting and complying with the provisions of the Bankruptcy Code, the Bankruptcy Rules, and other applicable statutes and guidelines, as well as with the consideration of and compliance with certain deadlines imposed by this Court or other applicable authorities.

This category also includes time Fox spent (a) preparing, filing and serving and/or (b) reviewing and responding to:

1. Case Management Procedures Motion.

- *Motion for Order Establishing Certain Case Management, Notice and Administrative Procedures* [ECF No. 10] (the "Case Management Procedures Motion");
 - *Omnibus Declaration of McAlary* [ECF No. 19]; and *Errata* [ECF No. 34];
- *U.S. Trustee's Opposition and Reservation of Rights* [ECF No. 75];
- *Stipulation to Continue Hearing* [ECF No. 82]; and *Order thereon* [ECF No. 84];
- *Order granting Case Management Procedures Motion* [ECF No. 494].

e. Court Hearings (CH)

Fees: \$53,100.00; Total Hours: 86.40

This category includes preparation for and attendance at the hearings on the numerous motions set forth in this First Interim Compensation Application and preparation and filing of the following:

- *Hearing Agendas* [ECF No. 49]; [ECF No. 96]; [ECF No. 298]; [ECF No. 437] as amended by [ECF No. 442]; [ECF No. 573]; [ECF No. 774]; [ECF No. 867, as amended by ECF No. 877]; [ECF No. 922, as amended by ECF No. 953]; [ECF No. 1138]; [ECF No. 1204].

f. Creditor Inquiries (CI)

Fees: \$7,574.00; Total Hours: 22.7

This category includes general communications with creditors in response to telephone calls and/or written correspondence regarding this Chapter 11 Case.

g. Creditor Committee Meetings and Communications (CM)

Fees: \$55,347.00; Total Hours: 117.5

This category includes general communications and meetings with counsel for the Committee regarding all aspects of this Chapter 11 Case and responding to the Committee's voluminous due diligence requests.

h. Cash Collateral/DIP Financing (CR)

Fees: \$156,088.50; Total Hours: 263.5

This category includes time Fox spent (a) negotiating, preparing, filing and serving and/or (b) reviewing and responding to:

1. DIP Motion.

- *Motion for Interim and Final Orders (I) Authorizing Debtor to Obtain Post-Petition Senior Secured, Superpriority Financing; (II) Granting Liens and Superpriority Claims* [ECF No. 35] (the "DIP Motion"); *McAlary Declaration* [ECF No. 36]; *Huygens Declaration* [ECF No. 37]; *Moses Declaration* [ECF No. 38]; *Motion for OST* [ECF No. 39], and *Order* thereon [ECF No. 43];
- *Notice of Filing Revised DIP Motion* [ECF No. 74];
- *U.S. Trustee's Opposition and Reservation of Rights* [ECF No. 77];
- *Stipulation between Cash Cloud and CKDL Credit and OptConnect to Extend Deadlines to Respond to DIP Motion* [ECF No 78] and *Order* thereon [ECF No. 83];

- *Cole Kepro's Objection* [ECF No. 80];
- *CKDL Credit's Joinder to DIP Motion* [ECF No. 88];
- *Enigma Securities Limited's Response* [ECF No. 89];
- *Debtor's Omnibus Reply* [ECF No. 90]; *Huygens Declaration* [ECF No. 91]; *Moses Declaration* [ECF No. 92];
- *Genesis Global Holdco's Reply in Support of DIP Motion* [ECF No. 94]; *Declaration of Jamal Zul* [ECF No. 95];
- *Notice of Filing Revised Exhibit "A" to Declaration of Christopher Andrew McAlary in support of DIP Motion* [ECF No. 118];
- *Interim Order granting DIP Motion* [ECF No. 132];
- *Stipulation By Committee and Cash Cloud to Extend Deadline to File Objections to Interim Order* [ECF No. 194]; and *Order thereon* [ECF No. 200];
- *Second Stipulation By Committee and Cash Cloud to Extend Deadline* [ECF No. 254]; and *Order thereon* [ECF No. 261];
- *Notice of Revised Proposed Final Order* [ECF No. 285];
- *Final Order granting DIP Motion* [ECF No. 315];
- *Stipulation Extending Challenge Period Set Forth In Final DIP Order* [ECF No. 454]; and *Order thereon* [ECF No. 457];
- *Second Stipulation Extending Challenge Period* [ECF No. 574]; and *Order thereon* [ECF No. 581];
- *Stipulation By Cash Cloud and CKDL Credit re: DIP Lender Forbearance re: Alleged Event of Default Under DIP Loan* [ECF No. 624]; and *Order thereon* [ECF No. 644]; and
- *Stipulation Between Committee, Cash Cloud, and Enigma Securities Extending the Challenge Period Set Forth in the Final DIP Order* [ECF No. 788]; and *Order thereon* [ECF No. 796].

i. Disclosure Statement (DS)

Fees: \$32,662.50; Total Hours: 59.0

Tasks in this category include, but are not limited to, time Fox spent negotiating, preparing, filing and serving:

1. Disclosure Statement.

- *Debtor's Disclosure Statement for Chapter 11 Plan of Reorganization Dated May 8, 2023* [ECF No. 529] (the "Disclosure Statement"); and
- *Ex Parte Motion for Order Pursuant to 11 U.S.C. § 105(d)(2)(b)(VI), Fed. R. Bankr. P. 3017.1 and Local Rule 3017 Implementing Expedited Solicitation and Confirmation Procedures Including: (I) Conditionally Approving Disclosure Statement; (II) Setting Combined Hearing on Final Approval of Disclosure Statement and Plan Confirmation; (III) Approving (A) Form and Scope of Combined Hearing Notice, and (B) Form of Ballots; (IV) Scheduling Voting and Objection Deadlines; and (V) Granting Related Relief* [ECF No. 530]; and *Order thereon* [ECF No. 530].

1 **j. Employment Application of Fox Rothschild LLP (EA1)**

2 Fees: \$7,699.50; Total Hours: 14.8

3 This category also includes time Fox spent (a) preparing, filing and serving and/or
4 (b) reviewing and responding to:

5 **1. Fox Employment Application.**

- 6 • *Application for Order Authorizing Retention and Employment of Fox Rothschild LLP as Debtors Counsel, Effective as of the Petition Date* [ECF No. 13] (the “Fox Employment Application”);
 - 7 ○ *Axelrod Verified Statement* [ECF No. 14];
 - 8 ○ *Errata to Fox Employment Application and Axelrod Declaration* [ECF No. 33];
 - 9 ○ *Motion for OST* [ECF No. 23]; and *Order* thereon [ECF No. 30];
- 10 • *United States Trustee’s Opposition and Reservation of Rights* [ECF No. 76];
- 11 • *Debtor’s Omnibus Reply* [ECF No. 93];
- 12 • *Notice of No Opposition to the Fox Employment Application* [ECF No. 184];
- 13 • *Interim Order* [ECF No. 119] and *Final Order* [ECF No. 189] granting Fox Employment Application.

14 **k. Employment Application of Other Professionals (EA2)**

15 Fees: \$43,935.50; Total Hours: 96.4

16 This category includes time Fox spent (a) preparing, filing and serving and/or
17 (b) reviewing and responding to:

18 **1. Province Employment Application.**

- 19 • *Application for Order Authorizing Retention and Employment of Province LLC as Debtors Financial Advisor, Effective as of the Petition Date* [ECF No. 15] (the “Province Employment Application”);
 - 20 ○ *Huygens Verified Statement* [ECF No. 16];
 - 21 ○ *Supplemental Huygens Verified Statement* [ECF No. 86];
 - 22 ○ *Motion for OST* [ECF No. 23] and *Order* thereon [ECF No. 30];
- 23 • *United States Trustee’s Opposition and Reservation of Rights* [ECF No. 76];
- 24 • *Debtor’s Omnibus Reply* [ECF No. 93];
- 25 • *Stipulation By Official Committee of Unsecured Creditors and Between Cash Cloud, Inc., dba Coin Cloud to Extend Time to File Objections to the Province Employment Application* [ECF No. 181]; and *Order* thereon [ECF No. 188];
- 26 • *Notice of No Opposition to the Province Employment Application* [ECF No. 204];
- 27 • *Stipulation By Cash Cloud, Inc., dba Coin Cloud and the Office of the United States Trustee for Region 17, the Official Committee of Unsecured Creditors and Province, LLC Regarding the Province Employment Application* [ECF 563]; and *Order* thereon [ECF No. 565];
- 28 • *Interim Order* [ECF No. 120] and *Final Order* [ECF No. 223] granting Province Employment Application.

1 **2. Stretto Employment Application.**

- 2 • *Emergency Application for Entry of an Order (A) Authorizing the Retention and*
 3 *Appointment of Stretto as Claims, Noticing, and Solicitation Agent and (B)*
 4 *Granting Related Relief* [ECF No. 17] (the “Stretto Employment Application”);
 ○ *Betance Declaration* [ECF No. 18];
 5 • *Interim Order* [ECF No. 155] and *Final Order* [ECF No. 338] granting Stretto
 Employment Application.

6 **3. Jimmerson Employment Application.**

- 7 • *Application for Order Authorizing Retention and Employment of the Jimmerson*
 8 *Law Firm, P.C. as Special Counsel to Debtor* [ECF No. 122] (the “Jimmerson
 Employment Application”);
 ○ *Jimmerson Verified Statement* [ECF No. 123];
 ○ *McAlary Declaration* [ECF No. 124]; and
 9 • *Order* granting Jimmerson Employment Application [ECF No. 322].

10 **4. B&H Employment Application.**

- 11 • *Application for Order Authorizing Retention and Employment of Baker &*
 12 *Hostetler LLP as Regulatory Counsel to Debtor* [ECF No. 449] (the “B&H
 Employment Application”);
 ○ *Musiala Verified Statement* [ECF No. 450];
 ○ *Supplemental Musiala Verified Statement* [ECF No. 515];
 ○ *McAlary Declaration* [ECF No. 451];
 ○ *Motion for Order Shortening Time* [ECF No. 452], and *Order* thereon [ECF
 15 No. 462]; and
 16 • *Order* granting B&H Employment Application [ECF No. 525].

17 **5. S&K Employment Application.**

- 18 • *Application for Order Pursuant to 11 U.S.C. §§ 1102, 1103, 328, 330 and 331*
 19 *Authorizing and Approving the Employment of Seward & Kissel LLP as Counsel*
 to the Official Committee of Unsecured Creditors Retroactive to February 23,
 20 *2023* [ECF No. 271] (the “S&K Employment Application”);
 ○ *Ashmead Declaration* [ECF No. 272];
 ○ *Supplemental Ashmead Declaration* [ECF No. 596]; and
 21 • *Order* granting S&K Employment Application [ECF No. 479].

22 **6. McDonald Carano Employment Application.**

- 23 • *Application for Order Pursuant to 11 U.S.C. §§ 1102, 1103, 328, 330 and 331*
 24 *Authorizing and Approving the Employment of McDonald Carano LLP as*
 Counsel to the Official Committee of Unsecured Creditors Retroactive to
 25 *February 24, 2023* [ECF No. 279] (the “McDonald Carano Employment
 Application”);
 ○ *Works Declaration* [ECF No. 280]; and
 26 • *Order* granting McDonald Carano Employment Application [ECF No. 480].
 27
 28

1. Employee Matters (EB)

Fees: \$33,115.50; Total Hours: 66.7

This category includes time Fox spent (a) preparing, filing and serving and/or (b) reviewing and responding to:

1. Emergency Wage and Benefit Motion

- *Emergency Motion for Interim and Final Orders: (I) Authorizing Debtor to Pay Prepetition Employee Wages and Benefits: and (II) Authorizing and Directing Financial Institutions to Honor Checks and Transfers Related to Such Obligations* [ECF No. 06] (“Wage and Benefit Motion”);
- *Interim Order* [ECF No. 107] and *Final Order* [ECF No. 317] granting Wage and Benefit Motion.

2. KERP Motion.

- *Motion for Entry of an Order Approving Key Employee Retention Program and Granting Related Relief* [ECF No. 438] (the “KERP Motion”);
 - *McAlary Declaration* [ECF No. 439];
 - *Ex Parte Motion for Order Shortening Time* [ECF No. 440]; and *Order* thereon [463];
- *U.S. Trustee’s Opposition and Reservation of Rights* [ECF No. 526];
- *Debtor’s Reply* [ECF No. 556];
 - *McAlary Declaration* [ECF No. 557];
- *Interim Order* [ECF No. 594] and *Final Order Motion* [ECF No. 616] granting KERP.

m. Executory Contracts/Leases (EC)

Fees: \$315,791.00; Total Hours: 750.7.

This category includes time Fox spent (a) preparing, filing and serving and/or (b) reviewing and responding to:

1. Motion to Reject Executory Contract with B. Riley Securities.

- *Debtor’s Motion For Entry Of Order Approving Rejection Of Executory Contract With B. Riley Securities, Inc. Pursuant To 11 U.S.C. § 365(a)* [ECF No. 55];
 - *McAlary Declaration* [ECF No. 56]; and
- *Order* thereon [ECF No. 295].

2. Motion to Reject Unexpired Lease with TSSP.

- *Debtor’s Motion For Approval Of Rejection Of Unexpired Lease With TSSP LLC Pursuant To 11 U.S.C. § 365(a) And Abandonment Of Any Property That Remains At Premises* [ECF No. 103];
 - *McAlary Declaration* [ECF No. 104];
 - *Motion for OST* [ECF No. 104]; and *Order* thereon [ECF No. 129]; and
- *Order* [ECF No. 172].

1 **3. New Office Lease Motion.**

- 2 • *Debtor's Motion For Authorization To Enter Into New Office Lease Pursuant To*
 3 *11 U.S.C. § 105 And 363* [ECF No. 160] (the "New Office Lease Motion");
 4 ○ *McAlary Declaration* [ECF No. 161];
 ○ *Errata to New Office Lease Motion* [ECF No. 183]; and
 • *Order granting New Office Lease Motion* [ECF No. 376].

5 **4. Debtors Motion For Entry Of Order Approving Procedures For Rejection Of**
 6 **Executory Contracts.**

- 7 • *Debtors Motion For Entry of Order Approving Procedures For Rejection of*
 8 *Executory Contracts and Unexpired Leases and Disposal of Certain Personal*
 9 *Property Including Stay Relief and/or Abandonment* [ECF No. 231] (the
 "Rejection Procedures Motion");
 ○ *McAlary Declaration* [ECF No. 232];
 • *Order granting Rejection Procedures Motion* [ECF No. 492].

10 **5. Motion to Extend Deadline to Assume or Reject.**

- 11 • *Motion for Order Extending Deadline to Assume, Assume and Assign, or*
 12 *Reject Unexpired Nonresidential Real Property Leases Pursuant to 11.*
 U.S.C. § 365(d)(4) [ECF No. 534] (the "Motion to Extend Deadline to
 Assume or Reject");
 ○ *McAlary Declaration* [ECF No. 535];
 ○ *Motion for OST* [ECF No. 536]; and *Order thereon* [ECF No. 540];
 • *Order granting Motion to Extend Deadline to Assume or Reject* [ECF
 15 No. 619].

16 **6. First Omnibus Motion to Reject.**

- 17 • *Debtors First Omnibus Motion For Entry Of Order Approving Rejection Of*
 18 *Executory Contracts And Unexpired Leases Pursuant To 11 U.S.C. § 365(a) And*
 Disposal Of Certain Personal Property Including Abandonment [ECF No. 138]
 (the "First Omnibus Motion to Reject");
 ○ *McAlary Declaration* [ECF No. 139];
 ○ *Supplement to Exhibits to Debtors First Omnibus Motion To Reject* [ECF No.
 20 229];
 • *Enigma Securities Limited's Reservation of Rights* [ECF No. 198];
 • *Debtor's Reply To Enigma Securities Limited's Reservation of Rights with*
 Respect To Omnibus Motions to Reject [ECF No. 253];
 • *Stipulation By Cash Cloud, Inc. and Between OptConnect Management, LLC To*
 23 *Extend Time To Respond To: 1) First Omnibus Motion to Reject; And 2) Second*
 Omnibus Motion to Reject [ECF No. 138] and *Order thereon* [ECF No. 201];
 • *Second Stipulation To Extend Time To Respond To: 1) First Omnibus Motion to*
 25 *Reject; and 2) Second Omnibus Motion to Reject* [ECF No. 218]; and *Order*
 thereon [ECF No. 221];
 • *Stipulation By Official Committee of Unsecured Creditors and Between Cash*
 26 *Cloud, Inc. dba Coin Cloud to Extend Deadline to File Objection to Debtors*
 27 *First Omnibus Motion to Reject* [ECF No. 237]; and *Order thereon* [ECF No.
 28 241];

- *Stipulation Between Cash Cloud and Enigma Securities re: Debtors First Omnibus Motion to Reject* [ECF No. 520]; and *Order* thereon [ECF No. 523]; and
- *Order* granting First Omnibus Motion to Reject [ECF No. 516].

7. **Second Omnibus Motion to Reject.**

- *Debtors Second Omnibus Motion For Entry Of Order Approving Rejection Of Executory Contracts And Unexpired Leases Pursuant To 11 U.S.C. § 365(a) And Disposal Of Certain Personal Property Including Abandonment* [ECF No. 141] (the “Second Omnibus Motion to Reject”);
 - *McAlary Declaration* [ECF No. 142];
 - *Supplement to Exhibits to Debtors Second Omnibus Motion to Reject* [ECF No. 230];
- *Enigma Securities Limited’s Reservation of Rights* [ECF No. 198];
- *Reply to Enigma Securities Limited’s Reservation of Rights with Respect to Omnibus Motions to Reject* [ECF No. 253];
- *Stipulation By Cash Cloud, Inc. and Between OptConnect Management, LLC Stipulation To Extend Time To Respond To: 1) Debtors First Omnibus Motion to Reject; And 2) Debtors Second Omnibus Motion to Reject* [ECF No. 138]; and *Order* thereon [ECF No. 201];
- *Second Stipulation To Extend Time To Respond To: 1) Debtors First Omnibus Motion to Reject; And 2) Debtors Second Omnibus Motion to Reject* [ECF No. 218]; and *Order* thereon [ECF No. 221];
- *Stipulation between Committee and Cash Cloud to Extend Deadline to File Objection to Debtor’s Second Omnibus Motion to Reject* [ECF No. 141] [ECF No. 238]; and *Order* thereon [ECF No. 242]; and
- *Order* granting Second Omnibus Motion to Reject [ECF No. 517].

8. **Third Omnibus Motion to Reject.**

- *Third Omnibus Motion For Entry Of Order Approving Rejection Of Executory Contracts And Unexpired Leases* [ECF No. 311] (the “Third Omnibus Motion to Reject”);
 - *McAlary Declaration* [ECF No. 312]; and
- *Order* granting Third Omnibus Motion to Reject [ECF No. 491].

9. **Fourth Omnibus Motion to Reject.**

- *Fourth Omnibus Motion For Entry Of Order Approving Rejection Of Executory Contracts And Unexpired Leases Pursuant To 11 U.S.C. § 365(a) And Disposal Of Certain Personal Property Including Surrender And Termination Of The Automatic Stay And/Or Abandonment* [ECF No. 355] (the “Fourth Omnibus Motion to Reject”);
 - *McAlary Declaration* [ECF No. 356];
- *Enigma Omnibus Objection* [ECF No. 518]; *Kissner Declaration* [ECF No. 519];
 - *Supplement to Enigma Omnibus Objection* [ECF No. 598];
- *Debtor’s Reply to Enigma Omnibus Objection* [ECF No. 549]; *James Declaration* [ECF No. 550];
 - *Supplemental James Declaration* [ECF No. 571];

- *Debtors Reply To Supplement To Enigma Omnibus Objection* [ECF No. 599];
- *Stipulation To Extend Time To Respond To Debtors: 1) Fourth Omnibus Motion to Reject [ECF 355]; 2) Fifth Omnibus Motion to Reject [ECF 358]; 3) Sixth Omnibus Motion to Reject [ECF 361]; And 4) Seventh Omnibus Motion to Reject [ECF 364] [ECF No. 384]; and Order thereon [ECF No. 388];*
- *Second Stipulation To Extend Time To Respond; And Continuance Of Hearings Regarding Same* [ECF No. 419]; and *Order thereon* [ECF No. 424]; and
- *Order granting Fourth Omnibus Motion to Reject* [ECF No. 627].

10. Fifth Omnibus Motion to Reject.

- *Fifth Omnibus Motion For Entry Of Order Approving Rejection Of Executory Contracts And Unexpired Leases Pursuant To 11 U.S.C. § 365(a) And Disposal Of Certain Personal Property Including Surrender And Termination Of The Automatic Stay And/Or Abandonment* [ECF No. 358] (the “Fifth Omnibus Motion to Reject”);
 - *McAlary Declaration* [ECF No. 359];
- *Enigma Omnibus Objection* [ECF No. 518];
 - *Kissner Declaration* [ECF No. 519];
- *Stipulation To Extend Time To Respond To Debtors: 1) Fourth Omnibus Motion to Reject [ECF 355]; 2) Fifth Omnibus Motion to Reject [ECF 358]; 3) Sixth Omnibus Motion to Reject [ECF 361]; And 4) Seventh Omnibus Motion to Reject [ECF 364] [ECF No. 384]; and Order thereon [ECF No. 388];*
- *Second Stipulation To Extend Time To Respond And Continuance Of Hearings Regarding Same* [ECF No. 419]; and *Order thereon* [ECF No. 424]; and
- *Order granting Fifth Omnibus to Reject* [ECF No. 628].

11. Sixth Omnibus Motion to Reject.

- *Sixth Omnibus Motion For Entry Of Order Approving Rejection Of Executory Contracts And Unexpired Leases Pursuant To 11 U.S.C. § 365(a) And Disposal Of Certain Personal Property Including Surrender And Termination Of The Automatic Stay And/Or Abandonment* [ECF No. 361] (the “Sixth Omnibus Motion to Reject”);
 - *McAlary Declaration* [ECF No. 362];
- *Enigma Omnibus Objection* [ECF No. 518];
 - *Declaration of Andrew Kissner* [ECF No. 519];
- *Stipulation To Extend Time To Respond To Debtors: 1) Fourth Omnibus Motion to Reject [ECF 355]; 2) Fifth Omnibus Motion to Reject [ECF 358]; 3) Sixth Omnibus Motion to Reject [ECF 361]; And 4) Seventh Omnibus Motion to Reject [ECF 364] [ECF No. 384]; and Order thereon [ECF No. 388];*
- *Second Stipulation To Extend Time To Respond And Continuance Of Hearings Regarding Same* [ECF No. 419]; and *Order thereon* [ECF No. 424]; and
- *Order granting Sixth Omnibus Motion to Reject* [ECF No. 629];

12. Seventh Omnibus Motion to Reject.

- *Seventh Omnibus Motion For Entry Of Order Approving Rejection Of Executory Contracts And Unexpired Leases Pursuant To 11 U.S.C. § 365(a) And Disposal Of Certain Personal Property Including Surrender And Termination Of The Automatic Stay And/Or Abandonment [ECF No. 364] (the “Seventh Omnibus Motion to Reject”);*
 - *McAlary Declaration [ECF No. 362];*
- *Stipulation To Extend Time To Respond To Debtors: 1) Fourth Omnibus Motion to Reject [ECF 355]; 2) Fifth Omnibus Motion to Reject [ECF 358]; 3) Sixth Omnibus Motion to Reject [ECF 361]; And 4) Seventh Omnibus Motion to Reject [ECF 364] [ECF No. 384]; and Order thereon [ECF No. 388];*
- *Second Stipulation To Extend Time To Respond And Continuance Of Hearings Regarding Same [ECF No. 419]; and Order thereon [ECF No. 424]; and*
- *Order granting Seventh Omnibus Motion to Reject [ECF No. 630].*

13. Eighth Omnibus Motion to Reject.

- *Eighth Omnibus Motion For Entry Of Order Approving Rejection Of Executory Contracts And Unexpired Leases Pursuant To 11 U.S.C. § 365(a) [ECF No. 674] (the “Eighth Omnibus Motion to Reject”);*
 - *Ayala Declaration [ECF No. 673]; and*
- *Order granting Eighth Omnibus Motion to Reject [ECF No. 938].*

14. Ninth Omnibus Motion to Reject.

- *Ninth Omnibus Motion For Entry Of Order Approving Rejection Of Executory Contracts And Unexpired Leases Pursuant To 11 U.S.C. § 365(a) [ECF No. 675] (the “Ninth Omnibus Motion to Reject”);*
 - *Ayala Declaration [ECF No. 676];*
- *Brookfield Retail Properties Limited Objection [ECF No. 842]; Clutts Declaration [ECF No. 843];*
- *Stipulation With Brookfield Landlords To Continue Hearing [ECF No. 848]; and Order thereon [ECF No. 851];*
- *Second Stipulation With Brookfield Landlords To Continue Hearing [ECF No. 933]; and Order thereon [ECF No. 934];*
- *Third Stipulation With Brookfield Landlords To Continue Hearing [ECF No. 1082]; and Order thereon [ECF No. 1084];*
- *Fourth Stipulation With Brookfield Landlords To Continue Hearing [ECF No. 1139]; and Order thereon [ECF No. 1141];*
- *Brookfield Retail Properties Notice of Withdrawal of Limited Objection [ECF No. 1203];*
- *Order granting Ninth Omnibus Motion to Reject [ECF No. 951];*
- *Order granting Ninth Omnibus Motion to Reject [ECF No. 1223] (as to Brookfield Retail Properties); and*
- *Amended Order Granting Ninth Omnibus Motion to Reject and Setting Rejection Damages Claim Deadline [ECF No. 1020].*

15. Tenth Omnibus Motion to Reject.

- *Tenth Omnibus Motion For Entry Of Order Approving Rejection Of Executory Contracts And Unexpired Leases Pursuant To 11 U.S.C. § 365(a)* [ECF No. 678] (the “Tenth Omnibus Motion to Reject”);
 - *Ayala Declaration* [ECF No. 677]; and
- *Order granting Tenth Omnibus Motion to Reject* [ECF No. 943].

16. Eleventh Omnibus Motion to Reject.

- *Eleventh Omnibus Motion For Entry Of Order Approving Rejection Of Executory Contracts And Unexpired Leases Pursuant To 11 U.S.C. § 365(a)* [ECF No. 681] (the “Eleventh Omnibus Motion to Reject”); *Ayala Declaration* [ECF No. 682];
- *Brookfield Retail Properties Limited Objection* [ECF No. 842]; *Clutts Declaration* [ECF No. 843];
- *Order granting Eleventh Omnibus Motion to Reject* [ECF No. 944]; and
- *Order granting Eleventh Omnibus Motion to Reject* [ECF No. 1224] (as to Brookfield Retail Properties).

17. Twelfth Omnibus Motion to Reject.

- *Twelfth Omnibus Motion For Entry Of Order Approving Rejection Of Executory Contracts And Unexpired Leases Pursuant To 11 U.S.C. § 365(a)* [ECF No. 684] (the “Twelfth Omnibus Motion to Reject”);
 - *Ayala Declaration* [ECF No. 685];
- *Brookfield Retail Properties Limited Objection* [ECF No. 842];
 - *Clutts Declaration* [ECF No. 843];
- *Order granting Twelfth Omnibus Motion to Reject* [ECF No. 845]; and
- *Order granting Twelfth Omnibus Motion to Reject* [ECF No. 1225] (as to Brookfield Retail Properties).

18. Thirteenth Omnibus Motion to Reject.

- *Thirteenth Omnibus Motion For Entry Of Order Approving Rejection Of Executory Contracts And Unexpired Leases Pursuant To 11 U.S.C. § 365(a)* [ECF No. 687] (the “Thirteenth Omnibus Motion to Reject”);
 - *Ayala Declaration* [ECF No. 688]; and
- *Order granting Thirteenth Omnibus Motion to Reject* [ECF No. 946].

19. Fourteenth Omnibus Motion to Reject.

- *Fourteenth Omnibus Motion For Entry Of Order Approving Rejection Of Executory Contracts And Unexpired Leases Pursuant To 11 U.S.C. § 365(a)* [ECF No. 690] (the “Fourteenth Omnibus Motion to Reject”);
 - *Ayala Declaration* [ECF No. 691];
- *Brookfield Retail Properties Limited Objection* [ECF No. 842]; *Clutts Declaration* [ECF No. 843];
- *Stipulation With WPG Legacy, LLC To Extend Time To Respond To Debtors Fourteenth Omnibus Motion to Reject And Continue Hearing With Regard To WPG Legacy, LLC Only* [ECF No. 849] and *Order thereon* [ECF No. 853];
- *Order Granting Fourteenth Omnibus Motion to Reject* [ECF No. 947];
- *Order Granting Fourteenth Omnibus Motion to Reject And Setting Rejection*

Damages Claim Deadline (As It Relates To WPG Legacy, LLC) [ECF No. 1018]; and

- *Order granting Fourteenth Omnibus Motion to Reject* [ECF No. 1226] (as to Brookfield Retail Properties).

20. Fifteenth Omnibus Motion to Reject.

- *Fifteenth Omnibus Motion For Entry Of Order Approving Rejection Of Executory Contracts And Unexpired Leases Pursuant To 11 U.S.C. § 365(a)* [ECF No. 693] (the “Fifteenth Omnibus Motion to Reject”);
 - *Ayala Declaration* [ECF No. 694];
- *Brookfield Retail Properties Limited Objection* [ECF No. 842];
 - *Clutts Declaration* [ECF No. 843];
- *Order granting Fifteenth Omnibus Motion to Reject* [ECF No. 948]; and
- *Order granting Fifteenth Omnibus Motion to Reject* [ECF No. 1227] (as to Brookfield Retail Properties).

21. Sixteenth Omnibus Motion to Reject.

- *Sixteenth Omnibus Motion For Entry Of Order Approving Rejection Of Executory Contracts And Unexpired Leases Pursuant To 11 U.S.C. § 365(a)* [ECF No. 696] (the “Sixteenth Omnibus Motion to Reject”);
 - *Ayala Declaration* [ECF No. 697];
- *Brookfield Retail Properties Limited Objection* [ECF No. 842];
 - *Clutts Declaration* [ECF No. 843];
- *Order granting Sixteen Omnibus Motion to Reject* [ECF No. 949]; and
- *Order granting Sixteenth Omnibus Motion to Reject* [ECF No. 1228] (as to Brookfield Retail Properties).

22. Seventeenth Omnibus Motion to Reject.

- *Seventeenth Omnibus Motion For Entry Of Order Approving Rejection Of Executory Contracts And Unexpired Leases Pursuant To 11 U.S.C. § 365(a)* [ECF No. 700] (the “Seventeenth Omnibus Motion to Reject”) *Ayala Declaration* [ECF No. 701];
- *Brookfield Retail Properties Limited Objection* [ECF No. 842]; *Clutts Declaration* [ECF No. 843];
- *Limited Response to Debtor’s Seventeenth Omnibus Motion to Reject Seeking Rejection of Individual Digital Cash Machine Contracts Under Master Agreements Dated November 20, 2020 with United Natural Foods, Inc.* [ECF No. 811];
 - *Notice of Withdrawal Limited Response Filed By United Natural Foods, Inc. To Seventeenth Omnibus Motion to Reject* [ECF No. 868];
- *Reply To Limited Response Filed By United Natural Foods, Inc. To Seventeenth Omnibus Motion to Reject* [ECF No. 840];
- *Order granting Seventeenth Omnibus Motion to Reject* [ECF No. 950]; and
- *Order granting Seventeenth Omnibus Motion to Reject* [ECF No. 1229] (as to Brookfield Retail Properties).

23. Eighteenth Omnibus Motion to Reject.

- *Eighteenth Omnibus Motion For Entry Of Order Approving Rejection Of Executory Contracts And Unexpired Leases Pursuant To 11 U.S.C. § 365(a)* [ECF No. 759] (the “Eighteenth Omnibus Motion to Reject”)
 - *Ayala Declaration* [ECF No. 760];
- *Order Granting Eighteenth Omnibus Motion to Reject* [ECF No. 1007].
- *Stipulation With Brinks U.S., a division of Brinks Incorporated Rejecting Executory Contract Pursuant To 11 U.S.C. § 365(A)* [ECF No. 1028]; and *Order* thereon [ECF No. 1055].

n. Fee Applications of Fox Rothschild LLP (FA1)

Fees: \$28,246.50; Total Hours: 62.8

This category includes review and revision of Fox’s monthly invoices for proper task code categorization and timekeeper entries, as well as review of entries and expenses for potential write-off. Time in this category also includes preparation of the following Fox monthly fee applications pursuant to the Interim Compensation Procedures Order:

1. Fox Monthly Fee Statements.

- Fox Rothschild LLP’s Monthly Fee Statements of Services Rendered and Expenses Incurred for the Period from:
 - *February 7, 2023, through March 31, 2023* [ECF No. 436];
 - *Certificate of No Objection* [ECF No. 544];
 - *April 1, 2023, through April 30, 2023* [ECF No. 575];
 - *Certificate of No Objection* [ECF No. 637];
 - *May 1, 2023 Through May 31, 2023* [ECF No. 721];
 - *Certificate of No Objection* [ECF No. 865];
 - *June 1, 2023 through June 30, 2023* [ECF No. 864];
 - *Certificate of No Objection* [ECF No. 1202]
 - *July 1, 2023 through August 31, 2023* [ECF No. 1338];
 - *Certificate of No Objection* [ECF No. 1543];
 - *September 1, 2023 through September 30, 2023* [ECF No. 1379]; and
 - *Certificate of No Objection* [ECF No. 1544]

o. Fee Applications of Other Professionals (FA2)

Fees: \$19,386.50; Total Hours: 39.8

This category also includes time Fox spent (a) preparing, filing and serving and/or (b) reviewing and responding to:

1. Interim Compensation Procedures

- *Motion for Order Pursuant to 11 U.S.C. §§ 105(a) and 331, And Fed. R. Bankr. P. 2016, Authorizing and Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [ECF No. 152] (the “Interim”

Compensation Procedures Motion”); *Motion for OST* [ECF No. 153]; and *Order* thereon [ECF No. 156]; and

- *Order* granting Interim Compensation Procedures Motion [ECF No. 321].

2. Province, LLC’s Monthly Fee Statements of Services Rendered and Expenses Incurred for the Period from:

- *February 7, 2023 through March 31, 2023* [ECF No. 500];
 - *Certificate of No Objection* [ECF No. 583];
- *April 1, 2023 Through April 30, 2023* [ECF No. 600];
 - *Certificate of No Objection* [ECF No. 704];
- *May 1, 2023 Through May 31, 2023* [ECF No. 784];
 - *Certificate of No Objection* [ECF No. 891];
- *June 1, 2023 Through June 30, 2023* [ECF No. 923];
 - *Certificate of No Objection* [ECF No. 1118]; and
- *July 1, 2023 Through July 31, 2023* [ECF No. 1183];
 - *Certificate of No Objection* [ECF No. 1368].

3. Baker & Hostetler’s Monthly Fee Statement of Services Rendered and Expenses Incurred for the Period from:

- *April 4, 2023 Through April 30, 2023* [ECF No. 607];
 - *Certificate of No Objection* [ECF No. 740];
- *May 1, 2023 Through May 31, 2023* [ECF No. 792];
 - *Certificate of No Objection* [ECF No. 1002];
- *June 1, 2023 Through June 30, 2023* [ECF No. 1114];
 - *Certificate of No Objection* [ECF No. 1391]; and
- *July 1, 2023 Through July 31, 2023 and August 1, 2023 Through August 31, 2023* [ECF No. 1354].

4. McDonald Carano LLP’s Monthly Fee Statement of Services Rendered and Expenses Incurred for the Period from:

- *February 24, 2023, through March 31, 2023* [ECF No. 560];
 - *Certificate of No Objection* [ECF No. 639];
- *April 1, 2023 through April 30, 2023* [ECF No. 641];
 - *Certificate of No Objection* [ECF No. 809];
- *May 1, 2023 through May 31, 2023* [ECF No. 985];
 - *Certificate of No Objection* [ECF No. 1156]; and
- *June 1, 2023 Through June 30, 2023* [ECF No. 986];
 - *Certificate of No Objection* [ECF No. 1158].

5. Seward & Kissel LLP’s Monthly Fee Statement of Services Rendered and Expenses Incurred for the Period from:

- *February 23, 2023, through March 31, 2023* [ECF No. 559];
 - *Certificate of No Objection* [ECF No. 638];
- *April 1, 2023 through April 30, 2023* [ECF No. 640];
 - *Certificate of No Objection* [ECF No. 808];
- *May 1, 2023 through May 31, 2023* [ECF No. 984];
 - *Certificate of No Objection* [ECF No. 1157]; and
- *June 1, 2023 through June 30, 2023* [ECF No. 1069];
 - *Certificate of No Objection* [ECF No. 1159].

6. **FTI Consulting, Inc.'s Monthly Fee Statement of Services Rendered and Expenses Incurred for the Period from**

- *February 24, 2023 through March 31, 2023* [ECF No. 1313];
- *April 1, 2023 through April 30, 2023* [ECF No. 1314];
- *May 1, 2023 through May 31, 2023* [ECF No. 1315];
- *June 1, 2023 through June 30, 2023* [ECF No. 1316]; and
- *July 1, 2023 through July 31, 2023* [ECF No. 1317].

p. **General Corporate Matters (MA)**

Fees: \$11,641.50; Total Hours: 27.2

Tasks in this category include, but are not limited to time Fox spent: (a) reviewing Debtor's good standing certificates and formation documents; and (b) negotiating, preparing, reviewing and/or revising various corporate transactional documents in connection with the Heller Capital and Genesis Coin sales.

q. **Stay Relief Matters (MR)**

Fees: \$14,467.00; Total Hours: 28.7

This category includes time Fox spent (a) preparing, filing and serving and/or (b) reviewing and responding to:

1. **Flores Motion for Stay Relief.**

- *Luis Flores's Motion For Relief From Automatic Stay Pursuant To 11 U.S.C. § 362(d)* [ECF No. 287] (the "Motion for Stay Relief");
- *Objection of Committee* [ECF No. 410]; and
- *Reply* [ECF No. 431].

2. **Stipulation.**

- *Stipulation Regarding Relief from The Automatic Stay for IPFS Corporation* [ECF No. 983]; and *Order* thereon [ECF No. 995].

r. **Claims, Analysis, Objections & Resolutions (PC)**

Fees: \$190,403.00; Total Hours: 379.1

Tasks in this category include, but are not limited to, reviewing and analyzing claims asserted and proofs of claims filed against Debtor's estate. This category also includes time Fox spent (a) negotiating, preparing, filing and serving and/or (b) reviewing and responding to:

1 **1. Administrative Claims Bar Date Motion.**

- 2 • *Emergency Motion for Entry of an Order Establishing Administrative Claim Bar*
 3 *Date for Filing Proofs of Administrative Expense Claim and Approving Form,*
 4 *Manner and Sufficiency of Notice Thereof; Memorandum of Points and*
 5 *Authorities in Support Thereof* [ECF No. 789] (the “Administrative Claims Bar
 6 Date Motion”); *Motion for OST* [ECF No. 790]; and *Order* thereon [ECF No.
 7 803]; and
 8 • *Order granting Administrative Claims Bar Date Motion* [ECF No. 823].

9 **2. Trangistics Administrative Claim.**

- 10 • *Application for Administrative Claim Approval filed by Trangistics, Inc.* [ECF
 11 No. 652] (the “Trangistics Administrative Claim”);
 12 • *Stipulation To Extend Time To Respond To Motion For Approval Of Trangistics*
 13 *Administrative Claim* [ECF No. 773]; and *Order* thereon [ECF No. 776];
 14 • *Stipulation By Trangistics, Inc. to Continue Hearing* [ECF no. 812]; and *Order*
 15 *thereon* [ECF No. 813];
 16 • *Debtors Response ; Hall Declaration* [ECF No. 832];
 17 • *Trangistics Reply* [ECF No. 869];
 18 ○ *McGrew Declaration* [ECF No. 870]; and
 19 ○ *Rudinsky Declaration* [ECF No. 871].

20 **3. Enigma Administrative Claim.**

- 21 • *Enigma Securities Limited’s Application for Allowance and Payment of*
 22 *Administrative Expense Claim Pursuant to 11 U.S.C. §§ 361, 362, 363, 364, 503,*
 23 *507, and Bankruptcy Rules 3012 and 8002* [ECF No. 873] (“Enigma Motion for
 24 Administrative Expense Claim”);
 25 • *Debtor’s Objection to Enigma Motion for Administrative Expense Claim* [ECF
 26 No. 873] [ECF No. 987]; *Ayala Declaration* [ECF No. 988];
 27 • *Enigma Securities Limited’s Reply* [ECF No. 1251]; and
 28 ○ *Kissner Declaration* [ECF No. 1252].

1 **4. Brink’s Administrative Claim.**

- 2 • *Administrative Proof of Claim of Brinks* [ECF No. 890];
 3 • *Brinks Motion to Allow Claims or Interests* [ECF No. 977]; *Motion for OST*
 4 [ECF No. 978];
 5 • *Debtor’s Objection* [ECF No. 989]; and
 6 ○ *Ayala Declaration* [ECF No. 990].

7 **5. AVT Administrative Claim.**

- 8 • *Administrative Proof of Claim of AVT Nevada* [ECF No. 887];
 9 • *Debtor’s Objection* [ECF No. 1258]; and
 10 ○ *Axelrod Declaration* [ECF No. 1259].

11 **6. McAlary Administrative Claim.**

- 12 • *Administrative Proof of Claim for Chris McAlary* [ECF No. 894];
 13 • *Debtor’s Objection* [ECF No. 1256].

7. **Populus Financial Administrative Claim.**

- *Populus Financial Application for Administrative Claim* [ECF No. 900];
- *Debtor's Opposition* [ECF No. 1274]; and
 - *Ayala Declaration* [ECF No. 1275].

8. **Omnibus Objection to Late and Non-Compliant Administrative Claims.**

- *Debtors Omnibus Objection To Late Filed And Non-Compliant Administrative Expense Claims* [ECF No. 1277]; and
 - *Ayala Declaration* [ECF No. 1278].

9. **Thorton's Claim No. 136**

- *Objection To Claim Number 136 Filed By Thorntons LLC* [ECF No. 1041];
Ayala Declaration [ECF No. 1043].

10. **C&S Wholesale Grocers Claim No. 168**

- *Objection To Claim Number 168 Filed By C&S Wholesale Grocers LLC* [ECF No. 1288]; *Declaration of Ayala* [ECF No. 1289].

11. **Oracle Stipulation.**

- *Stipulation By Cash Cloud, Inc. and Between Oracle America, Inc. Regarding Application of Offset* [ECF No. 267]; and *Order thereon* [ECF No. 309].

s. **Plan (PL)**

Fees: \$183,299.00; Total Hours: 294.3

Tasks in this category include, but are not limited to, discussions regarding Debtor's potential plans of reorganization with Debtor's management, advisors and other constituencies in this Chapter 11 Case. This category also includes time Fox spent (a) negotiating, preparing, filing and serving and/or (b) reviewing and responding to:

1. **Plan.**

- *Debtor's Chapter 11 Plan of Reorganization Dated May 8, 2023* [ECF No. 528] (the "Plan");
- *Certification of Brett A. Axelrod Pursuant to Local Rule 3017(C)* [ECF No. 531, as amended by ECF No. 533];
- *Supplement to Debtor's Plan* [ECF No. 821];
- *Notice of Combined Hearing re: (I) Final Approval of Disclosure Statement; and (II) Confirmation of Debtor's Chapter 11 Plan of Reorganization Dated May 8, 2023* [ECF No. 555];
- *Enigma Securities Limited's Reservation of Rights with Respect to Confirmation of Plan* [ECF No. 834];
- *Brink's Objection to Confirmation of Plan* [ECF No. 837, as amended by ECF No. 838];
- *Debtor's Omnibus Reply* [ECF No. 910]; and
 - *Ayala Declaration* [ECF No. 911].

2. First Amended Plan.

- *Debtor's First Amended Chapter 11 Plan of Reorganization Dated August 1, 2023* [ECF No. 996] (the "First Amended Plan");
- *Notice of Redline* [ECF No. 997];
- *McAlary Objection* [ECF No. 1061];
 - *Order on Objection* [ECF No. 1120];
- *Cole Kepro Limited Objection* [ECF No. 1070];
- *Declaration Of: Angela Tsai on Behalf of Stretto Regarding Solicitations of Votes and Tabulation of Ballots Accepting and Rejecting the Debtor's Chapter 11 Plan of Reorganization Dated May 8, 2023 and Debtor's First Amended Chapter 11 Plan of Reorganization Dated August 1, 2023* [ECF No. 1077];
- *Memorandum of Law in Support of: (A) Final Approval of Disclosure Statement* [ECF No. 529]; and *(B) Confirmation of Debtor's First Amended Chapter 11 Plan of Reorganization Dated August 1, 2023* [ECF No. 996] [ECF No. 1078];
 - *James Declaration* [ECF No. 1079];
- *Notice of Filing of Proposed Order: (A) Approving Debtors Disclosure Statement* [ECF No. 529] *on a Final Basis; and (B) Confirming Debtors First Amended Chapter 11 Plan of Reorganization Dated August 1, 2023* [ECF No. 1080];
- *Notice of Filing of (A) Revised Exhibit A Creditor Trust Agreement and Declaration of Trust; and (B) Redline of Exhibit A Creditor Trust Agreement and Declaration of Trust attached to Supplement to Debtors Chapter 11 Plan of Reorganization Dated May 8, 2023* [ECF No. 528] *attached to Debtors Supplement to Debtors Chapter 11 Plan of Reorganization Dated May 8, 2023* [ECF No. 528] [ECF No. 1081]; and
- *Order Approving Disclosure Statement and Setting Hearing on Confirmation, Order Confirming Chapter 11 Plan* [ECF No. 1126].

3. Settlement Conference Regarding Plan Terms.

- *Settlement Conference Scheduling Order* [ECF No. 164];
- *Stipulation to Continue Settlement Conference and Status Conference* [ECF No. 210] and *Order thereon* [ECF No. 214];
- *Stipulation to Reschedule Settlement Conference* [ECF No. 380]; and *Order thereon* [ECF No. 386]; and
- *Stipulation to Vacate Settlement Conference* [ECF No. 666]; and *Order thereon* [ECF No. 668].

4. Stipulations.

- *Stipulation to Continue Hearing on (I) Final Approval of Disclosure Statement; and (II) Confirmation of Debtor's Chapter 11 Plan of Reorganization Dated May 8, 2023* [ECF No. 732];
- *Second Stipulation to Continue Hearing* [ECF No. 915]; and *Order thereon* [ECF No. 918];
- *Stipulation By Genesis Global Holdco, LLC and Between Cash Cloud, Inc. dba Coin Cloud to Extend Deadlines* [ECF No. 828]; and *Order thereon* [ECF No. 833];
- *Stipulation By Cash Cloud, Inc. and Between AVT Nevada, L.P. to Extend Plan Objection and Voting Deadline* [ECF No. 829]; and *Order thereon* [ECF No. 836];

- *Stipulation By Chris McAlary and Between Cash Cloud, Inc. dba Coin Cloud to Extend Objection Deadline in Connection to Debtors First Amended Chapter 11 Plan of Reorganization Dated August 1, 2023 [ECF No. 996] [ECF No. 1003]; and Order thereon [ECF No. 1006];*
- *Stipulation to Extend First Amended Plan Voting Deadline for Secured Creditors [ECF No. 1025]; and Order thereon [ECF No. 1027]; and*
- *Stipulation to Continue Briefing Deadlines in Connection with Confirmation of Debtor's Amended Chapter 11 Plan of Reorganization Dated August 1, 2023 [ECF No. 1048]; and Order thereon [ECF No. 1057].*

t. Use, Sale or Lease of Property (SA)

Fees: \$471,500.50; Total Hours: 891.9

This category includes time Fox spent (a) negotiating, preparing, filing and serving and/or (b) reviewing and responding to:

1. Bid Procedures Motion.

- *Debtors Motion for Entry of an Order: (A) Approving Auction and Bidding Procedures for Potential Plan Sponsors or the Purchase of Substantially all of the Debtors Assets; (B) Approving Form Notice to be Provided to Interested Parties; and (C) Scheduling a Hearing to Consider Approval of the Highest and Best Transaction, Cure Objections, and Confirmation of the Proposed Toggle Plan [ECF No. 392] (the "Bid Procedures Motion");*
 - *McAlary Declaration [ECF No. 393];*
 - *Moses Declaration [ECF No. 394];*
 - *Motion for OST [ECF No. 395]; and Order thereon [ECF No. 415];*
- *Order granting Bid Procedures Motion [ECF No. 483];*
- *Notice Bid Deadline of April 12, 2023 for Submission of Term Sheets in Connection with either (A) Plan of Reorganization for Debtor; or (B) Sale of Substantially all of Debtor's Assets [ECF No. 375];*
- *Amended Notice of Bidding Procedures and Deadlines [ECF No. 546];*
- *Notice of Designated Stalking Horse Bidder [ECF No. 473];*
- *Notice Of Revised Stalking Horse Asset Purchase Agreement [ECF No. 602];*
- *Amended Notice of Designated Stalking Horse Bidder [ECF No. 605];*
- *Second Notice Of Revised Stalking Horse Asset Purchase Agreement [ECF No. 604];*
- *Second Stipulation to Move Deadlines re: Cure Notices and Objections [ECF No. 645]; and Order thereon [ECF No. 648];*
- *Notice of Potential Assumption and Assignment of Certain Executory Contracts and Unexpired Leases in Connection with a Sale of Debtor's Assets [ECF No. 658];*
 - *Objection to Cure Amount Proposed by Debtor for Assumption of Master Agreement Dated November 20, 2020, with United National Foods, Inc. [ECF No. 746];*

- *Brookfield Retail Properties Limited Objection* [ECF No. 757]; and
- *Notice of Auction Results Regarding Sale of Substantially All of the Debtor's Assets* [ECF No. 621].

2. Stipulations.

- *Stipulation to Extend Bid Deadline, Reschedule Auction and Move Deadlines Re: Cure Notices and Objections* [ECF No. 527]; and *Order* thereon [ECF No. 538];
- *Second Stipulation Re: Cure Notices and Objections* [ECF No. 645]; and *Order* thereon [ECF No. 648];
- *Stipulation with Brinks to Extend Transaction Objection Deadline* [ECF No. 649]; and *Order* thereon [ECF No. 661];
- *Second Stipulation to Extend Deadlines* [ECF No. 735]; and *Order* thereon [ECF No. 738];
- *Stipulation with Enigma to Extend Transaction Objection Deadline* [ECF No. 650]; and *Order* thereon [ECF No. 662];
- *Stipulation with the Committee to Extend the Transaction Objection* [ECF No. 655]; and *Order* thereon [ECF No. 663]; and
- *Stipulation By Brookfield Retail Properties, Inc. and Between Debtor and Official Committee of Unsecured Creditors to Extend Time to Respond to Cure Notice* [ECF No. 748]; and *Order* thereon [ECF No. 763].

3. Motion Approving Sale.

- *Motion for Order: (A) Confirming Auction Results; (B) Approving the Sale of Certain of Debtor's Assets to Heller Capital Group, LLC, and Genesis Coin, Inc., Free and Clear of Liens Claims, Encumbrances, and Other Interests; (C) Authorizing the Assumption and Assignment of Certain of the Debtor's Executory Contracts and Unexpired Leases Related Thereto; and (D) Granting Related Relief* [ECF No. 714, as amended by 730] (the "Motion Approving Sale"); *Declaration of Ayala* [ECF No. 715]; *Declaration of Moses* [ECF No. 716]; *Declaration of Heller* [ECF No. 717]; *Declaration of Jorge Fernandez* [ECF No. 718]; *Motion for OST* [ECF No. 719];
- *AVT Nevada, L.P.'s Objection* [ECF No. 785];
- *RockItCoin's Objection Motion Approving Sale* [ECF No. 754];
 - *Stipulation Resolving RockItCoin's Objection to Amended Motion Confirming Auction Results and Motion to Approve Sale and Dismissing Adversary* [ECF No. 768]; and *Order* thereon [ECF No. 775];
- *Notice of Filing: Revised Exhibits to Motion Approving Sale* [ECF No. 749];
- *Notice of Filing Revised Exhibit A to Motion Approving Sale* [ECF No. 779];
- *Notice of Filing: Proposed Order: (A) Confirming Auction Results; (B) Approving the Sale of Certain of Debtor's Assets to Heller Capital Group, LLC, and Genesis Coin, Inc., Free and Clear of Liens Claims, Encumbrances, and Other Interests; (C) Authorizing the Assumption and Assignment of Certain of the Debtor's Executory Contracts and Unexpired Leases Related Thereto; and (D) Granting Related Relief* [ECF No. 780]; and
- *Order Granting Motion Approving Sale* [ECF No. 795].

4. PowerCoin Sale Motion.

- *Motion for Order (A) Approving the Sale of Certain of Debtors Assets to PowerCoin, LLC, Free and Clear of Liens Claims, Encumbrances, and Other Interests; and (B) Granting Related Relief* [ECF No. 991] (the “PowerCoin Sale Motion”);
 - *Ayala Declaration* [ECF No. 992];
 - *Haller Declaration* [ECF No. 993]; and
- *Order granting the PowerCoin Sale Motion* [ECF No. 1167].

u. Tax (TX)

Fees: \$9,279.50; Total Hours: 19.4

Time spent in this category includes all matters related to:

1. Tax Motion.

- *Emergency First Day Motion for Entry of Interim and Final Orders (I) Authorizing the Payment of Certain Taxes and Fees and (II) Granting Related Relief* [ECF No. 09] (the “Tax Motion”);
- *Interim Order* [ECF No. 110]; and *Final Order granting Tax Motion* [ECF No. 323].

v. Trustee Reporting/Schedules (TR)

Fees: \$32,226.00; Total Hours: 78.8

Time spent in this category includes all matters related to:

1. Schedules Motion.

- *Emergency First Day Motion Pursuant to 11 U.S.C. § 521, Fed. R. Bankr. P. 1007 and Local Rule 1007 for Order Extending Time to File Schedules and Statement of Financial Affairs* [ECF No. 03] (the “Schedules Motion”); and
- *Order granting Schedules Motion* [ECF No. 112].

2. Schedules/SOFA.

- *Non-Individual Summary of Assets and Liabilities, Schedule[s] A/B, C, D, E/F, G, H* [ECF No. 239]; and
- *Statement of Financial Affairs for Non-Individual* [ECF No. 107].

MORs: Reviewing and filing the Debtor’s *Monthly Operating Report* for the periods ending February 2023 [ECF No. 341], March 2023 [ECF No. 734], and April 2023 [ECF No. 901]. Debtor also prepared and filed the *Periodic Report Regarding Value, Operations and Profitability of Entities in Which the Estate Holds a Substantial or Controlling Interest* [ECF No. 413].

U.S. Trustee Compliance: Communicating with the Office of the U.S. Trustee and complying with the U.S. Trustee’s requests for information and documentation.

Section 341(a) Meeting: Preparing for and attending the section 341(a) meeting of creditors convened by the U.S. Trustee; responding to requests for information from creditors resulting therefrom.

w. Utilities Matters (UM)

Fees: \$2,552.50; Total Hours: 4.4

This category includes time Fox spent preparing, filing and serving:

1. Emergency Utilities Motion.

- *Emergency First Day Motion for An Order (1) Prohibiting Utilities from Altering, Refusing or Discontinuing Service; (2) Authorizing Ordinary Course Payments to Utilities; (3) Deeming Utilities Adequately Assured of Future Performance; and (4) Establishing Procedures for Determining Requests for Additional Adequate Assurance [ECF No. 04] (the “Utilities Motion”); and*
- *Interim Order [ECF No. 113] and Final Order [ECF No. 316] granting Utilities Motion.*

VALUATION OF SERVICES

21. Fox has extensive experience and knowledge in the field of debtors’ and creditors’ rights and business reorganizations under chapter 11 of the Bankruptcy Code, including real property related bankruptcies in Nevada, familiarity with the facts and circumstances surrounding this Chapter 11 Case, as well as Fox’s extensive expertise and experience practicing before this Court. As such, Fox is uniquely qualified to represent Debtor’s interests as counsel with respect to Debtor’s business and financial affairs and the potential legal issues that have arisen and may yet arise in this Chapter 11 Case.

22. Fox’s attorneys and paraprofessionals have expended a total of 4,357.9 hours rendering professional services to or on behalf of Debtor in connection with this Chapter 11 Case during the First Interim Fee Period, as detailed in the Summary of Professionals chart set forth above. The nature of the work performed by these individuals is fully set forth in the Invoices attached as Exhibit 1 to the Axelrod Declaration. The hourly rates charged are Fox’s normal hourly rates for work of this type in chapter 11 cases. Thus, the reasonable value of the professional services rendered by Fox to or on behalf of Debtor during the First Interim Fee Period is \$2,244,702.00.

23. In accordance with the factors enumerated in Bankruptcy Code section 330, Fox and Debtor respectfully submit that the Requested Compensation is fair and reasonable given (a) the

1 complexity of this Chapter 11 Case, (b) the time expended, (c) the nature and extent of the services
2 rendered, (d) the value of such services, and (e) the costs of comparable services in a case other than
3 under this title.

4 **CONCLUSION**

5 WHEREFORE, Fox respectfully requests that the Court enter an order (i) approving the
6 allowance, and authorizing Debtor's payment to Fox, of the full amount of fees incurred for necessary
7 professional services rendered totaling \$2,244,702.00 and \$21,805.01 as reimbursement of actual,
8 reasonable and necessary costs and expenses paid during the interim fee period from February 7, 2023
9 through September 30, 2023, for a total award of \$2,266,507.01, and (ii) for such other and further
10 relief as the Court may deem just and proper.

11 DATED this 31st day of January 2024.

12 **FOX ROTHSCHILD LLP**

13 By: /s/Brett A. Axelrod
14 BRETT A. AXELROD, ESQ.
15 Nevada Bar No. 5859
16 NICHOLAS A. KOFFROTH, ESQ.
17 Nevada Bar No. 16264
18 1980 Festival Plaza Drive, Suite 700
19 Las Vegas, Nevada 89135
20 *Counsel for Debtor*
21
22
23
24
25
26
27
28

FOX ROTHSCHILD LLP
1980 Festival Plaza Drive, Suite 700
Las Vegas, Nevada 89135
(702) 262-6899
(702) 597-5503 (fax)